

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter social security numbers on this form as it may be made public
► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1345-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

JOHN S. WEATHERLEY JR. CHARITABLE
FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address)

207 UNDERMOUNTAIN ROAD

A Employer identification number

47-5544703

B Telephone number

203-789-1320

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

(Other (specify) _____)

► \$ 1,209,381. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,026.	1,026.	STATEMENT 2	
	4 Dividends and interest from securities	16,912.	14,648.	STATEMENT 3	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,259.		STATEMENT 1	
	b Gross sales price for all assets on line 6a	226,441.			
	7 Capital gain net income (from Part IV, line 2)		28,361.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	30,197.	44,035.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	7,456.	7,456.	0.	
	b Accounting fees				
	c Other professional fees STMT 5	9,047.	9,047.	0.	
	17 Interest				
	18 Taxes STMT 6	583.	0.	0.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	155.	155.	0.	
	24 Total operating and administrative expenses Add lines 13 through 23	17,241.	16,658.	0.	
	25 Contributions, gifts, grants paid	55,000.		55,000.	
	26 Total expenses and disbursements. Add lines 24 and 25	72,241.	16,658.	55,000.	
	27 Subtract line 26 from line 12-	-42,044.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		27,377.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		60,436.	44,885.	
	3	Accounts receivable ►			44,885.	
		Less: allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 8	75,863.	60,440.	57,905.
	b	Investments - corporate stock	STMT 9	798,417.	707,261.	879,161.
	c	Investments - corporate bonds	STMT 10	49,176.	49,176.	49,037.
	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 11	73,903.	153,989.	178,393.
	14	Land, buildings, and equipment: basis ►				
		Less accumulated depreciation ►				
	15	Other assets (describe ►)				
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,057,795.	1,015,751.	1,209,381.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,057,795.	1,015,751.	
	30	Total net assets or fund balances		1,057,795.	1,015,751.	
	31	Total liabilities and net assets/fund balances		1,057,795.	1,015,751.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,057,795.
2	Enter amount from Part I, line 27a	2	-42,044.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,015,751.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,015,751.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g))	
a					
b					
c					
d					
e	226,441.		198,082.	28,361.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				28,361.	
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	28,361.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	49,697.	900,294.	.055201
2015	0.	0.	.000000
2014			
2013			
2012			

2 Total of line 1, column (d)

2 .055201

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3 .027601

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5

4 1,150,865.

5 Multiply line 4 by line 3

5 31,765.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 274.

7 Add lines 5 and 6

7 32,039.

8 Enter qualifying distributions from Part XII, line 4

8 55,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

6a 0.

b Exempt foreign organizations - tax withheld at source

6b 0.

c Tax paid with application for extension of time to file (Form 8868)

6c 0.

d Backup withholding erroneously withheld

6d 0.

7 Total credits and payments. Add lines 6a through 6d

7 0.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 0.

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9 274.

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0.

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ►

Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1a
1b

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

4a
4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by *General Instruction T*

4b
5

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6
7

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

CT

7

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>JAMES W. SIMPSON</u> Telephone no. ► <u>203-789-1320</u> Located at ► <u>207 UNDERMOUNTAIN ROAD, SALISBURY, CT</u> ZIP+4 ► <u>06068</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	►
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1b	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

Organizations relying on a current notice regarding disaster assistance, check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

N/A

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,087,534.
b	Average of monthly cash balances	1b	80,857.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,168,391.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,168,391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,526.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,150,865.
6	Minimum investment return Enter 5% of line 5	6	57,543.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	57,543.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	274.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	274.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,269.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,269.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted . Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	57,269.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	55,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	55,000.
b	Cash distribution test (attach the required schedule)	5	274.
4	Qualifying distributions . Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	6	54,726.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				57,269.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016	5,288.			
f Total of lines 3a through e	5,288.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 55,000.			0.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				55,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	2,269.			2,269.
6 Enter the net total of each column as indicated below:	3,019.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount - see instr.				0.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	3,019.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016	3,019.			
e Excess from 2017				

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Part XIV Private Operating Foundations (see instructions and Part VII A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

JOHN S. WEATHERLEY JR. CHARITABLE
FOUNDATION INC.

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Part XV **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DOCTORS WITHOUT BORDERS USA, INC. 337 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PC	FOR GENERAL CHARITABLE PURPOSES OF THE ORGANIZATION	25,000.
HOLE IN THE WALL GANG FUND, INC. 555 LONG WHARF DRIVE NEW HAVEN, CT 06511	NONE	PC	FOR GENERAL CHARITABLE PURPOSES OF THE ORGANIZATION	15,000.
NANTUCKET MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554	NONE	PC	FOR GENERAL CHARITABLE PURPOSES OF THE ORGANIZATION	15,000.
Total			► 3a	55,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,026.	
4 Dividends and interest from securities			14	16,912.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	12,259.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		30,197.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		30,197.

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 200 SH SABRE CORP			P	01/27/17	08/09/17
b 200 SH SABRE CORP			P	01/27/17	08/10/17
c 400 SH VWR CORPORATION			P	09/16/16	05/05/17
d 300 SH VWR CORPORATION			P	09/19/16	05/05/17
e 19 SH ALPHABET INC CL A			D	03/05/14	06/15/17
f 549 SH AMERICAN INTL GROUP INC			D	03/05/14	11/14/17
g \$15,000 BRISTOL CONN @ 3.5%			D	03/05/14	02/15/17
h 150 SH CHECK POINT SOFTWARE TECHNOLOGIES			P	07/29/16	10/18/17
i 100 SH CIGNA CORPORATION			P	07/11/16	11/09/17
j 150 SH CVS HEALTH CORP			P	05/25/16	10/12/17
k 352 SH EXPEDITORS INTL WASHINC			D	03/05/14	04/04/17
l 507 SH HEINEKEN HOLDING EUR			D	03/05/14	01/27/17
m 100 SH MASTERCARD INCORPORATED CL A			D	03/05/14	06/15/17
n 500 SH KROGER CO			P	04/25/16	06/16/17
o ENTERPRISE PRODUCTS PARTNERS LP, RET OF PRINCIPAL			P		
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,692.		4,952.	-1,260.		
b 3,582.		4,952.	-1,370.		
c 13,285.		11,114.	2,171.		
d 9,964.		8,405.	1,559.		
e 18,082.		11,582.	6,500.		
f 33,766.		27,870.	5,896.		
g 15,000.		15,244.	-244.		
h 17,626.		11,508.	6,118.		
i 19,723.		12,885.	6,838.		
j 11,090.		14,701.	-3,611.		
k 19,771.		13,890.	5,881.		
l 35,407.		32,567.	2,840.		
m 12,108.		7,835.	4,273.		
n 10,807.		18,360.	-7,553.		
o 1,164.		1,164.	0.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-1,260.		
b			-1,370.		
c			2,171.		
d			1,559.		
e			6,500.		
f			5,896.		
g			-244.		
h			6,118.		
i			6,838.		
j			-3,611.		
k			5,881.		
l			2,840.		
m			4,273.		
n			-7,553.		
o			0.		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3		

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a MAGELLAN MIDSTREAM PARTNERS LP, RET OF PRINCIPAL			P		
b MAGELLAN MIDSTREAM PARTNERS LP					
c MAGELLAN MIDSTREAM PARTNERS LP					
d CAPITAL GAINS DIVIDENDS					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,053.		1,053.	0.		
b			1.		
c			1.		
d 321.			321.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			0.		
b			1.		
c			1.		
d			321.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	28,361.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8			3	N/A	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SH SABRE CORP		PURCHASED	01/27/17	08/09/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,692.	4,952.	0.	0.	-1,260.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SH SABRE CORP		PURCHASED	01/27/17	08/10/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,582.	4,952.	0.	0.	-1,370.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SH VWR CORPORATION		PURCHASED	09/16/16	05/05/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,285.	11,114.	0.	0.	2,171.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH VWR CORPORATION		PURCHASED	09/19/16	05/05/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,964.	8,405.	0.	0.	1,559.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
19 SH ALPHABET INC CL A		DONATED	03/05/14	06/15/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,082.	13,874.	0.	0.	4,208.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
549 SH AMERICAN INTL GROUP INC		DONATED	03/05/14	11/14/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,766.	28,713.	0.	0.	5,053.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$15,000 BRISTOL CONN @ 3.5%		DONATED	03/05/14	02/15/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	15,423.	0.	0.	-423.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SH CHECK POINT SOFTWARE TECHNOLOGIES		PURCHASED	07/29/16	10/18/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,626.	11,508.	0.	0.	6,118.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SH CIGNA CORPORATION		PURCHASED	07/11/16	11/09/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,723.	12,885.	0.	0.	6,838.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SH CVS HEALTH CORP		PURCHASED	05/25/16	10/12/17
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,090.	14,701.	0.	0.	-3,611.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
352 SH EXPEDITORS INTL WASHINC		DONATED	03/05/14	04/04/17
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,771.	16,519.	0.	0.	3,252.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
507 SH HEINEKEN HOLDING EUR		DONATED	03/05/14	01/27/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,407.	41,554.	0.	0.	-6,147.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SH MASTERCARD INCORPORATED CL A		DONATED	03/05/14	06/15/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,108.	9,005.	0.	0.	3,103.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH KROGER CO		PURCHASED	04/25/16	06/16/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,807.	18,360.	0.	0.	-7,553.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENTERPRISE PRODUCTS PARTNERS LP, RET OF PRINCIPAL		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,164.	1,164.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--------------------	------------------	-----------

MAGELLAN MIDSTREAM PARTNERS LP, RET OF PRINCIPAL	PURCHASED		
---	-----------	--	--

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,053.	1,053.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	321.
TOTAL TO FORM 990-PF, PART I, LINE 6A	12,259.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ENTERPRISE PRODUCTS PARTNERS LP	3.	3.	
FIDELITY #638-253110	1,022.	1,022.	
MAGELLAN MIDSTREAM PARTNERS LP	1.	1.	
TOTAL TO PART I, LINE 3	1,026.	1,026.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #638-253110	14,969.	321.	14,648.	14,648.	
FIDELITY TAX EXEMPT	2,263.	0.	2,263.	0.	
MAGELLAN MIDSTREAM PARTNERS LP	1.	0.	1.	0.	
TO PART I, LINE 4	17,233.	321.	16,912.	14,648.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WITHERS BERGMAN LLP	7,456.	7,456.		0.
TO FM 990-PF, PG 1, LN 16A	7,456.	7,456.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEE	9,047.	9,047.		0.
TO FORM 990-PF, PG 1, LN 16C	9,047.	9,047.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	280.	0.		0.
2016 EXCISE TAX PAID	303.	0.		0.
TO FORM 990-PF, PG 1, LN 18	583.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	155.	155.		0.
TO FORM 990-PF, PG 1, LN 23	155.	155.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
20,000 BRISTOL CONN GO BDS	X		22,719.	22,017.
20,000 MARLBOROUGH CONN GO BDS	X		21,274.	20,418.
15,000 MONROE CONN REF BDS	X		16,447.	15,470.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			60,440.	57,905.
TOTAL TO FORM 990-PF, PART II, LINE 10A			60,440.	57,905.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	707,261.	879,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	707,261.	879,161.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
14,000 WELL FARGO CO MTN	13,966.	13,998.
14,000 COSTCO WHSL CORP	14,037.	13,910.
7,000 BERKSHIRE HATHAWAY INC	7,360.	7,273.
14,000 APPLE INC NOTE	13,813.	13,856.
TOTAL TO FORM 990-PF, PART II, LINE 10C	49,176.	49,037.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
970.167 SHS FIDELITY OVERSEAS	COST	40,000.	49,187.
200 SHS AMERICAN TOWER CORPORATION	COST	20,600.	28,534.
2,866.503 SH FIDELITY ADVISOR REAL ESTATE INC FND	COST	35,000.	34,255.
70 SH ISHARES TR PHLX SEMICONDUCTOR ETF	COST	11,739.	11,887.
150 SH ISHARES TR NASDAQ BIOTECH	COST	13,303.	16,016.
700 SH POWERSHARES EXCH TRADED FD	COST	33,347.	38,514.
TOTAL TO FORM 990-PF, PART II, LINE 13		153,989.	178,393.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
SUSAN WEATHERLEY 98 WOODLAND ROAD NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.
JAMES W. SIMPSON 207 UNDERMOUNTAIN ROAD SALISBURY, CT 06068	DIRECTOR, PRESIDENT 1.00	0.	0.
JEBB H. ATKINSON 70 CEDAR ROAD WILTON, CT 06897	DIRECTOR, VICE PRESIDENT 1.00	0.	0.
ZOE SMITH 2112 RANNOCH TRACE FORT SMITH, AR 72908	DIRECTOR 1.00	0.	0.
BRIAN MARRA 65 NORTH MAPLE AVE., SUITE 300 RIDGEWOOD, NJ 07450	ASSISTANT SECRETARY 1.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

John S. Weatherley Charitable Foundation			
EIN: 47-5544703			
2017 Form 990PF			
Part II Balance Sheet, Question 10b			
Asset	Shs	Book Value	Market Value
Elis Eur 1.0 ISN #FR0012435121	500.000	13,180.94	13,818.20
Accenture PLC Cl A	100.000	10,318.00	15,309.00
Check Point Software Technologies	100.000	7,672.00	10,362.00
AT&T Inc	600.000	22,442.37	23,328.00
Alphabet Inc Cl C	28.000	19,904.92	29,299.20
Alphabet Inc Cl A	10.000	7,302.20	10,534.00
Amazon.com Inc	25.000	18,941.18	29,236.75
Apple Inc	300.000	32,339.00	50,769.00
Automatic Data Processing Inc	150.000	12,928.50	17,578.50
Berkshire Hathaway Inc Cl B	211.000	29,111.67	41,824.42
Cigna Corporation	100.000	12,884.87	20,309.00
CVS Health Corp	150.000	13,139.64	10,875.00
Clorox Co	100.000	13,139.83	14,874.00
Comcast Corp Cl A	600.000	18,560.00	24,030.00
Cummins Inc	50.000	7,602.82	8,832.00
Danaher Corp	200.000	15,791.14	18,564.00
Disney Walt Co	200.000	19,715.72	21,502.00
Ecolab Inc	200.000	22,573.30	26,836.00
Enterprise Prods Partners LP	700.000	19,395.25	18,557.00
Less return of principal		(1,164.00)	
Exxon Mobil Corp	211.000	17,363.19	17,648.04
Facebook Inc	150.000	17,992.32	26,469.00
Fidelity National Information Services	300.000	21,276.86	28,227.00
First Rep Bk San Francisco CA	250.000	22,957.90	21,660.00
Gilead Sciences Inc	250.000	23,495.45	17,910.00
Johnson & Johnson	167.000	17,785.50	23,333.24
Kar Auction Services Inc	500.000	20,549.15	25,255.00
LKQ Corp	600.000	18,865.56	24,402.00
Lowes Cos Inc	200.000	15,155.80	18,588.00
Magellan Midstream Partners LP	300.000	21,082.12	21,282.00
Less return of principal		(1,053.00)	
Mastercard Incorporated Cl A	300.000	27,015.00	45,408.00
Mondelez Intl Inc	425.000	17,905.25	18,190.00
PNC Financial Services Group	150.000	18,375.81	21,643.50
Pfizer Inc	600.000	20,860.45	21,732.00
Royal Dutch Shell ADR	400.000	22,008.08	26,684.00
Schlumberger Limited	211.000	15,789.13	14,219.29
Sprouts Farmers Market Inc	500.000	11,285.10	12,175.00
3M Company	169.000	27,051.83	39,777.53
Verisk Analytics Inc	300.000	23,010.00	28,800.00
Waters Corp	100.000	12,710.00	19,319.00
		\$ 707,260.85	\$ 879,160.67